



**Our massive transformative purpose is to alleviate suffering and expand human potential to enable meaningful living for every person on the planet.**

**PROGRAM MEMORANDUM  
the “DIGTL Memorandum”**

**March 3, 2022**

*This DIGTL Memorandum does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any securities being offered under the DIGTL Program shall not be intended for investors in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to any exemption or registration under the securities laws of any such jurisdiction.*

---

**DIGTL Program PCC**  
**Incorporated in Seychelles on December 29, 2021**  
**IBC Registration Number 232357**

---

This Program Memorandum (the “DIGTL Memorandum”) is important to investors. Prospective purchasers of any securities should ensure that they fully understand the nature of the securities and the extent of their exposure to risks, and that they consider the suitability of the securities as an investment in the light of their own circumstances and financial position.

If you have any doubt as to your investment decisions, please consult your banker, stockbroker, attorney, accountant, or other professional advisor licensed under the Seychelles Securities Act, or other jurisdictions. Your attention is drawn to the ‘special note on forward-looking statements’ section of this DIGTL Memorandum.

Securities involve a high degree of risk, including the risk of losing some or a significant part of your initial investment. Potential investors should be prepared to sustain a total loss of their investment in such securities.

DIGTL Program PCC (the “Company”) certifies that to the best of its knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the DIGTL Memorandum contains all information required by law and the MERJ Listings Rules. The Company accepts full responsibility for the accuracy of the information contained in this DIGTL Memorandum, Product Supplements and the annual financial report, any amendments to the annual financial report or any supplements that may be made from time to time, except as otherwise stated therein.

Market participants are advised that trading in DIGTL Program listed securities will only take place in uncertificated and digital form and the listing will be in United States Dollars (“USD”).

**DIGTL Program PCC (or the “Company”)**

Incorporated: **December 29, 2021 in the Republic of Seychelles**

Company number: **232357**

---

**DIGTL PROGRAM PCC  
PROGRAM MEMORANDUM**

---

This DIGTL Memorandum was prepared by DIGTL Ltd. (dba Digital Markets) and issued in terms of the Listing Rules of MERJ Exchange (Seychelles) Limited (“MERJ Exchange”) relating to the creation and approval of the DIGTL Program of the Company on the Main Board of MERJ Exchange.

---

<b>Publication of this Memorandum</b>	<b>March 3, 2022</b>
<b>Last Practicable Date</b>	<b>March 3, 2022</b>
<b>Expected Date of approval by MERJ</b>	<b>March 3, 2022</b>

---

This DIGTL Memorandum is not an invitation to the general public to subscribe for shares in the Company or any of its Cells, but is issued in compliance with the Listings Rules of MERJ Exchange to provide information to the public with regard to the DIGTL Program.

This DIGTL Memorandum will form the basis for a number of different equity securities, each of which will be issued in a separate Cell to be listed. These securities will be issued on terms set out in this DIGTL Memorandum subject to any terms that may be contained in any Product Supplements, which will be submitted to and approved by MERJ Exchange prior to each Cell’s listing.

The Company together with their Sponsor Advisor will issue a separate document (a “Product Supplement”) for each equity security listing pursuant to the DIGTL Program, prior to its listing, which should be read in conjunction with this DIGTL Memorandum (See Annexure 5 for the template of the Product Supplement).

The Directors of the Company whose names are given in this DIGTL Memorandum collectively and individually accept full responsibility for the accuracy of the information given in this DIGTL Memorandum and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain the accuracy of such facts have been made and that this DIGTL Memorandum contains all information required by law and by the Listing Rules of MERJ Exchange.

Electronic copies of this document in English will be kept by the Sponsor Advisor and are available on MERJ’s and DIGTL’s websites.

*The MERJ Exchange approval of the listing of any security is not to be taken in any way as an indication of the merits of the security. MERJ Exchange has not verified the accuracy and truth of the contents of the documentation and, to the extent permitted by law, will not be liable for any claim of whatever kind.*

---

**Sponsor Advisor**  
DIGTL Ltd. (dba Digital Markets)  
**Date of issue: March 3, 2022**

---

---

## CORPORATE INFORMATION & ADVISORS

---

### Registered office

105 First Floor, Waterside Property  
Eden Island, Seychelles

### Websites:

Main -

<http://digtl.co/>

Investor relations -

<http://digtl.co/investor-relations>

### Sponsor Advisor

DIGTL Ltd. (dba Digital Markets),  
Intershore Chambers  
P.O. Box 4342  
Road Town, Tortola  
British Virgin Islands VG1110

### Company Secretary

PKF Capital Markets (Seychelles) Limited  
104, First Floor, Waterside Building,  
Eden Island, Seychelles

### Auditors

The Board shall appoint an Auditor before  
December 31, 2022

### Legal Advisors

Appleby International Services (Seychelles)  
Malcolm Moller

### Share Depository (as appropriate)

MERJ Depository and Registry Limited  
(MERJ DEP)  
F25 First Floor, Eden Plaza,  
Eden Island, Seychelles

### Transfer Agent (as appropriate)

1transfer, LLC (US SEC-registered)

---

## **SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS**

---

No person is authorised to give any information or make any representations (whether oral or written) in connection with this DIGTL Memorandum except such information as is contained in this DIGTL Memorandum and in any annexures hereto. Only information or representations contained herein may be relied upon as having been authorised.

Neither the issue nor the delivery of this DIGTL Memorandum at any time shall imply that information contained herein is correct as of any time subsequent to the issue date. Readers of this DIGTL Memorandum should not construe its contents, or any prior or subsequent communications from the Company or any of its agents, officers, or representatives, as legal or tax advice. Readers should consult their own advisers as to legal, tax and related matters concerning an investment in the company.

Neither the Company nor their agents make any representation to any potential purchaser of securities regarding the legality of an investment therein by such investor under applicable legal investment regulation or similar laws.

Market data and industry information contained in this DIGTL Memorandum are derived from various trade publications, industry sources and company estimates. Such sources and estimates are inherently imprecise. However, the Company believes that such data and information are generally indicative of market position. The Company of the DIGTL Program is under no obligation to update this information and will in fact not update the information in this DIGTL Memorandum beyond its issue date.

This DIGTL Memorandum contains forward looking statements based on assumptions and reflects the Company's expectations, estimates and projections of future events as of the date of this DIGTL Memorandum. Forward looking statements include without limitation, statements regarding the performance, prospects, opportunities, priorities, targets, goals, objectives, strategies, growth and outlook of the DIGTL Program. Often, but not always, forward looking statements can be identified by the use of words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward looking statements are based upon certain material factors and assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions and analyses made by the Company in the light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Also, forward looking statements involve known and unknown risks, uncertainties and other factors that are beyond the Company control and which may cause the actual results, performance or achievement to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such material factors and

assumptions and risks and uncertainties include, among others, those which are incorporated into this DIGTL Memorandum and qualify any and all forward looking statements made in this DIGTL Memorandum.

Although the Company has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events and results to differ from those anticipated, estimated or intended. There can be no assurance that actual results will be consistent with these forward looking statements. Accordingly, readers should not place undue reliance on forward looking statements. The forward looking statements herein relate only to events or information as at the date on which the statements are made and, except as specifically required by law, the Company undertakes no obligation to update or revise any forward looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise.

---

## TABLE OF CONTENTS

---

<b>DEFINITIONS</b>	<b>9</b>
<b>IMPORTANT DATES AND TIMES</b>	<b>12</b>
<b>INCORPORATION AND NATURE OF BUSINESS</b>	<b>13</b>
<b>THE GROUP OF COMPANIES (“DIGTL”)</b>	<b>13</b>
DIGTL Ltd. (dba Digital Markets)	14
DIGTL Markets Inc (dba Digital Markets)	15
DIGTL Program PCC	15
Cells	15
<b>PURPOSE OF LISTINGS</b>	<b>15</b>
<b>THE PROGRAM</b>	<b>15</b>
Principal Activities	15
Investment Policy	15
Investment Objectives	16
Permitted Investments	16
Changes to Investment Policy	16
Dividends and Distributions	17
Restrictions on Transferability	17
Management of Cells	17
The Manager	18
Investment Committee	18
Trading Team	19
Advisory Board	20
Conflicts of Interest	20
<b>SHARE CAPITAL AND SHAREHOLDER</b>	<b>21</b>
<b>DIRECTORS AND KEY EXECUTIVES</b>	<b>22</b>
Directors	22
Biographies of Directors	22
Directors Contact Details	23
Interests of Directors	23
Remuneration of Directors	23
Appointment and Remuneration of Directors	23
General	24
<b>RISK FACTORS</b>	<b>25</b>
Country Risks	25
Macro-Risks	26

Capital Risk Management	26
Liquidity Risk	26
Credit Risk	26
Price Risk	27
Cyber-Security Risk	27
Operational Risk	27
Key Person Dependency Risk	27
Business Risk	28
Risks related to Distributed Ledger Technology	28
<b>INFORMATION ON THE CELLS AND ITS SECURITIES</b>	<b>30</b>
Number, Type and Nominal Value	30
Management Shareholder	30
Listing	30
Shareholder Meetings	30
<b>CORPORATE GOVERNANCE</b>	<b>31</b>
<b>HISTORICAL FINANCIAL INFORMATION</b>	<b>31</b>
<b>BORROWINGS AND OTHER INDEBTEDNESS</b>	<b>31</b>
<b>MATERIAL CONTRACTS</b>	<b>31</b>
<b>WORKING CAPITAL STATEMENT</b>	<b>32</b>
<b>COSTS</b>	<b>32</b>
<b>LITIGATION STATEMENT</b>	<b>32</b>
<b>TAXATION</b>	<b>32</b>
<b>RESPONSIBILITY STATEMENT</b>	<b>32</b>
<b>DOCUMENTS AVAILABLE FOR INSPECTION</b>	<b>33</b>
<b>ANNEXURE 1 - INVESTMENT POLICY OF THE ISSUER</b>	<b>34</b>
<b>ANNEXURE 2 - DIGTL MISSION, VISION, CORE VALUES</b>	<b>37</b>
<b>ANNEXURE 3 – BIOGRAPHIES OF INVESTMENT COMMITTEE MEMBERS</b>	<b>39</b>
<b>ANNEXURE 4 – BIOGRAPHIES OF TRADING TEAM</b>	<b>40</b>
<b>ANNEXURE 5 – PRODUCT SUPPLEMENT</b>	<b>42</b>



---

## DEFINITIONS

---

In this DIGTL Memorandum and the annexures thereto, unless otherwise stated, the following expressions shall have the meanings set below:

**"Advisory Board"** means an advisory board retained by the Manager of a Cell to or **"Advisory Board Member"** provide advice to the Manager;

**"Blockchain"** means a database created and shared by the members of a peer-to-peer computer network which each member of that network can independently trust due to the rules governing the database's creation. A blockchain can therefore be used to replace centralized databases;

**"Board", "Board of Directors" or "Directors"** means the directors or the board of DIGTL Program PCC holding that office from time to time;

**"Cell"** means a cell of the Company created in terms of the IBC Act of Seychelles as amended from time to time;

**"Cellular Assets"** means the amount which would be shown in the issuer's financial statements as the assets of the cell;

**"Company" or "DIGTL Program PCC"** means DIGTL Program PCC Reg. No. 232357 incorporated in the Republic of Seychelles on December 29, 2021;

**"Digital Assets"** means assets represented digitally using distributed ledger technology;

**"DIGTL Ltd"** means DIGTL Ltd. (d/b/a Digital Markets) a British Virgin Island Business Company which was incorporated on September 29, 2020;

**"DIGTL Memorandum" or "Program Memorandum"** means this document dated March 3, 2022 including the annexures;

**"DIGTL Program"** means all the activities and documentation associated with a program including the creation, listing and administration of the Cells in compliance with the MERJ Listing Rules and in connection with this DIGTL Memorandum;

- “Group” or “DIGTL” or “Digital Markets”** means collectively, DIGTL Ltd. and any of its subsidiaries, whether directly or indirectly held;
- “IBC Act”** means the Seychelles International Business Company Act, 2016 as may be amended;
- “Investment Committee” or “Committee”** means the persons appointed by DIGTL from time to time to perform various functions detailed in this DIGTL Memorandum;
- “Investments”** means the assets of a Cell; for the purpose of this document, references to Investments shall also be deemed to include assets held indirectly through an intermediate entity as the context dictates and is described in the specific Product Supplement;
- “Last Practicable Date”** means the last date practical to ascertain the accuracy of information contained in this document. This date is [January 1, 2022];
- “Listing Date”** means the date that the securities of the Cell are added by MERJ Exchange as part of the official list;
- “Listing Rules”** means the Listing Rules of MERJ Exchange as amended from time to time by MERJ Exchange;
- “Listing”** means the admission of the DIGTL Program to the list of securities of MERJ Exchange;
- “Management Shares”** means Ordinary A non-participating Shares of a Cell;
- “Manager”** means the holder or holders of the Ordinary A Shares of a Cell;
- “MERJ Clear”** means MERJ Clearing and Settlement Limited a company incorporated under the Act, and licensed to operate as a clearing agency in terms of the Securities Act 2007;
- “MERJ Dep”** means MERJ Depository and Registry Limited a company incorporated under the company law of Seychelles, and licensed to operate as a securities facility in terms of the Securities Act 2007;
- “MERJ Exchange”** means MERJ Exchange (Seychelles) Limited a company incorporated under the company law of Seychelles, (registration number 879858-1) and licensed to operate as a Securities Exchange in terms of the Securities Act 2007;

<b>“Operating Expenses”</b>	means collectively a Cell’s fees expenses related to portfolio transactions; taxes; legal and accounting fees; expenses relating to valuation and security realization; marketing; regulatory fees; Directors fees, if any; Director and officer liability insurance, if any; advisory fees, if any; and overhead expenses;
<b>“Participation Shares”</b>	means Ordinary B participating Shares of a Cell;
<b>“Product Supplement”</b>	means an offering document for a Cell, issued in compliance with the Listing Rules of MERJ Exchange;
<b>“Securities Register”</b>	means, for the purpose of this Program, the Register maintained by MERJ Dep in respect of the listed securities under the Program.
<b>“Seychelles”</b>	means the Republic of Seychelles;
<b>“Trading Team”</b>	means a team of market analysts, traders and investment specialists retained by the Company to provide advice to the Investment Committee;
<b>“United States”, “US” or “USA”</b>	means the United States of America;

---

## IMPORTANT DATES AND TIMES

---

Publication of Program Memorandum	March 3, 2022
Last Practicable Date	March 3, 2022
Expected Date of approval on MERJ Exchange	March 3, 2022
Financial Year End	December 31
Financial Interim Date	June 30

Notes:

1. The dates and times in this DIGTL Memorandum are subject to changes as may be agreed by the Company and approved by MERJ's Listing Committee.
2. Any changes will be announced on MERJ's and the Company's websites.
3. All times in this DIGTL Memorandum are Seychelles local times unless otherwise stated.
4. Participation Shares will only be tradable initially on MERJ Exchange.

## INCORPORATION AND NATURE OF BUSINESS

DIGTL Program PCC was incorporated on December 29, 2021. The Company is an International Business Company (“IBC”) and a Protected Cell Company (“PCC”) registered in terms of the IBC Act of the Seychelles. The Company is a wholly owned subsidiary of DIGTL Ltd. (dba Digital Markets).

The nature of business and principal activities of the Company per its constitutional documents is issuing of shares and similar securities and investing the proceeds in a portfolio of financial instruments, public equities, private equities, Digital Assets, funds, bonds, and structured products in accordance with its investment policy and as laid out in each Product Supplement.

## THE GROUP OF COMPANIES (“DIGTL”)

**DIGTL's massive transformative purpose is to alleviate suffering and expand human potential to enable meaningful living for every person on the planet.**

Digital Markets (DIGTL) connects the world's best assets with global investors through a network of digital securities exchanges and alternative trading venues, allowing issuers to quickly access the world's capital at a fraction of the cost, and providing investors with exciting investment opportunities.

### Select Highlights of DIGTL's team:

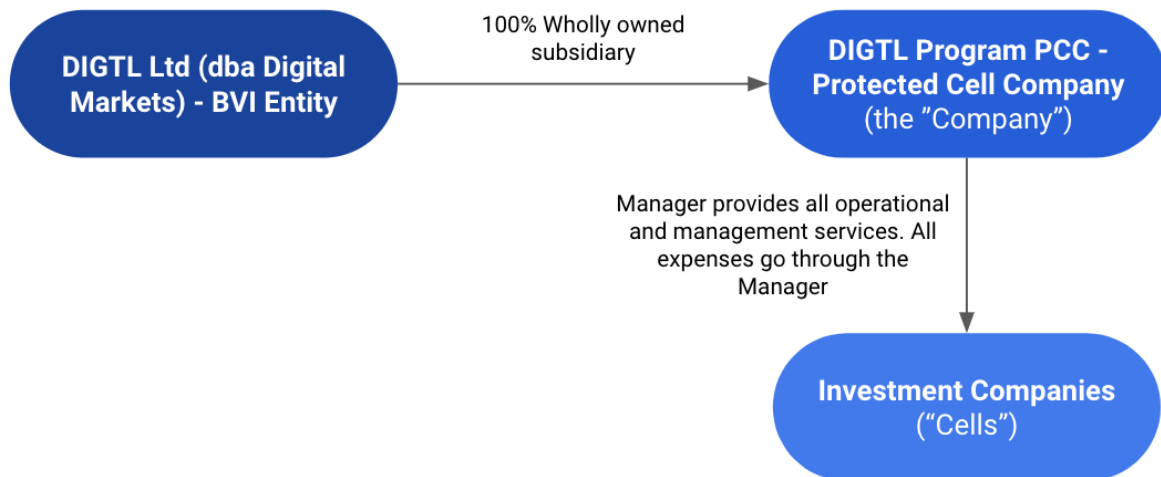
- WallStreetBets and DIGTL to Launch Retail Products with Liquid Network on Global Stock Exchange [Press Release](#)
- Fintech leaders collaborate to power the global digital securities infrastructure. Digital Markets, MERJ Exchange and Liquid Network (by Blockstream) Join Forces [Press release](#)
- DIGTL is a founding member and shareholder of US SEC-registered transfer agent, 1transfer. [Press release](#)
- DIGTL acted as technology and listing advisor to TreeBR for TREE, a world's first retireable voluntary carbon offset listed on a stock exchange [Press Release](#)
- DIGTL listed the world's first exchange-listed Reg D+S digital security offering, offering access to global retail investors, including the US.
- The DIGTL team listed 3iQ's, "The Bitcoin Fund", on the GSX, providing crypto ETF distribution into Europe.
- The DIGTL team includes a Sponsor Advisor role, Board Member seat and investors in MERJ Exchange.
- The DIGTL team was the sole seed investor in the world's first federally approved digital security in 2018. [Press release](#)

**Here is how DIGTL fits into the Digital Asset ecosystem:**

Layer	Example Partner	Purpose	Activities
Layer 1	Bitcoin	Most secure and well known blockchain	Registry
Layer 2	Liquid Network	Protocol for digital securities	Issuance, clearing and settlement
Layer 3	MERJ Exchange	Compliant trading	Trade and post-trade
Layer 4	DIGTL	Interface for issuers and investors	Technology for user interface and user experience
Issuers	DIGTL, WallStreetBets, Blockstream, Exodus	Issue various types of securities geared towards global investors	
Investors	Global institutional and retail	Invest in global assets	

DIGTL’s mission, vision and core values can be found in Annexure 2 and at [digtl.co/values](https://digtl.co/values).

DIGTL has several subsidiaries mainly focused on financial services. A representation of the DIGTL’s structure can be seen in the diagram below.



**DIGTL Ltd. (dba Digital Markets)**

DIGTL Ltd. (d/b/a Digital Markets) is a BVI Business Company which facilitates access to global trading markets for both issuers and investors. DIGTL Ltd. is organised according to the laws of the British Virgin Islands as a Business Company and was incorporated on

September 29, 2020. The principal office of DIGTL Ltd. is located at Intershore Chambers 3rd Floor, Geneva Place, Road Town, Tortola, British Virgin Islands VG1110.

### **DIGTL Program PCC**

DIGTL Program PCC was incorporated on December 29, 2021. The Company is an International Business Company (“IBC”) and a Protected Cell Company (“PCC”) registered in terms of the IBC Act of the Seychelles. DIGTL Program PCC is a wholly owned subsidiary of DIGTL Ltd.

The nature of business and principal activities of the Company per its constitutional documents is issuing of equities and similar securities and investing the proceeds in a portfolio of financial instruments, funds, bonds, and structured products in accordance with its investment policy.

DIGTL Program PCC is an investment entity and not an exchange-traded-fund, mutual fund or a regulated fund.

### **Cells**

DIGTL Program PCC intends to create Cells to hold assets based on specific investment theses. Cells under the Protected Cell Company structure are part of the same legal entity with separate assets and liabilities and are independent of one another. For bankruptcy purposes, the Cells are treated as separate legal entities; creditors cannot go after the assets of other Cells.

These Cells may be listed on digital securities or traditional exchanges.

## **PURPOSE OF LISTINGS**

The purpose of the listing is to enhance the ability of the Company to raise capital in a regulated, yet flexible manner as well as to provide an improved opportunity for investors to invest in unique, high-quality assets in a regulated secondary market, although it is noted that the shares are likely to be highly illiquid. The Cells will be created specifically to hold assets based on specific investment theses in segregated, ring-fenced Cells as Investments. The listed environment provides investors with a high degree of security and the enhanced levels of transparency associated with a listed environment and provides investment opportunities not previously available to global retail investors.

## **THE PROGRAM**

### **Principal Activities**

The Program has been established to create Cells to hold asset portfolios based on specific investment theses offered to investors.

### **Investment Policy**

The Company has adopted a formal investment policy included in Annexure 1 to this DIGTL Memorandum detailing the core components of the investment policies across all Cells.

Each Product Supplement will provide additional details on the specifics of the investment policy particular to each Cell.

Any deviation from the investment policy described in Annexure 1 will be explained in the Product Supplement.

### **Investment Objectives**

The investment objectives for each Cell can broadly be separated into two categories, namely actively managed and passively managed.

- 1. Actively managed:** The Cell's investment objective is to grow the net asset value of the entire portfolio by making strategic investments in securities or financial instruments, based on an investment thesis. Activities may include active trading by the Trading Team.
- 2. Passively managed:** The Cell's investments objective is to offer investor exposure to a particular security or financial instrument, or a basket of the two.

Investments will be identified as either in each Cell's Product Supplement.

### **Permitted Investments**

The Cells intend to mainly invest in assets and financial instruments directly, but may invest via an intermediary. The Cells may invest in any asset (digital or otherwise) or financial instrument at its sole discretion. Details of the specific assets each Cell intends to invest in will be provided in Product Supplements.

### **Changes to Investment Policy**

The investment policy is the responsibility of the Directors of the Company and has been approved by them. Any changes to the investment policy must be authorised by a meeting of the Directors.

The Investment Committee and the Advisory Board of a Cell may propose changes to its investment policy, but ultimately these will need to be authorised by a meeting of the Directors.

Changes to the investment policy of a Cell may include seeking the advice and opinion of the Investment Committee and the Advisory Board of the Cell, which shall be provided in a timely manner when requested by the Directors.

Any changes to the DIGTL Memorandum investment policy or to the investment policy of a Cell will be communicated to the public ahead of its implementation via an announcement on MERJ's and the Company's websites.



Any deviations from the investment policy in this DIGTL Memorandum will be done prior to the commencement of any capital raise for a Cell and will be communicated to the market in the specific Product Supplement.

**Dividends and Distributions**

Each Cell will have a dividend and/or distributions policy, as appropriate, which will be specified in each Product Supplement.

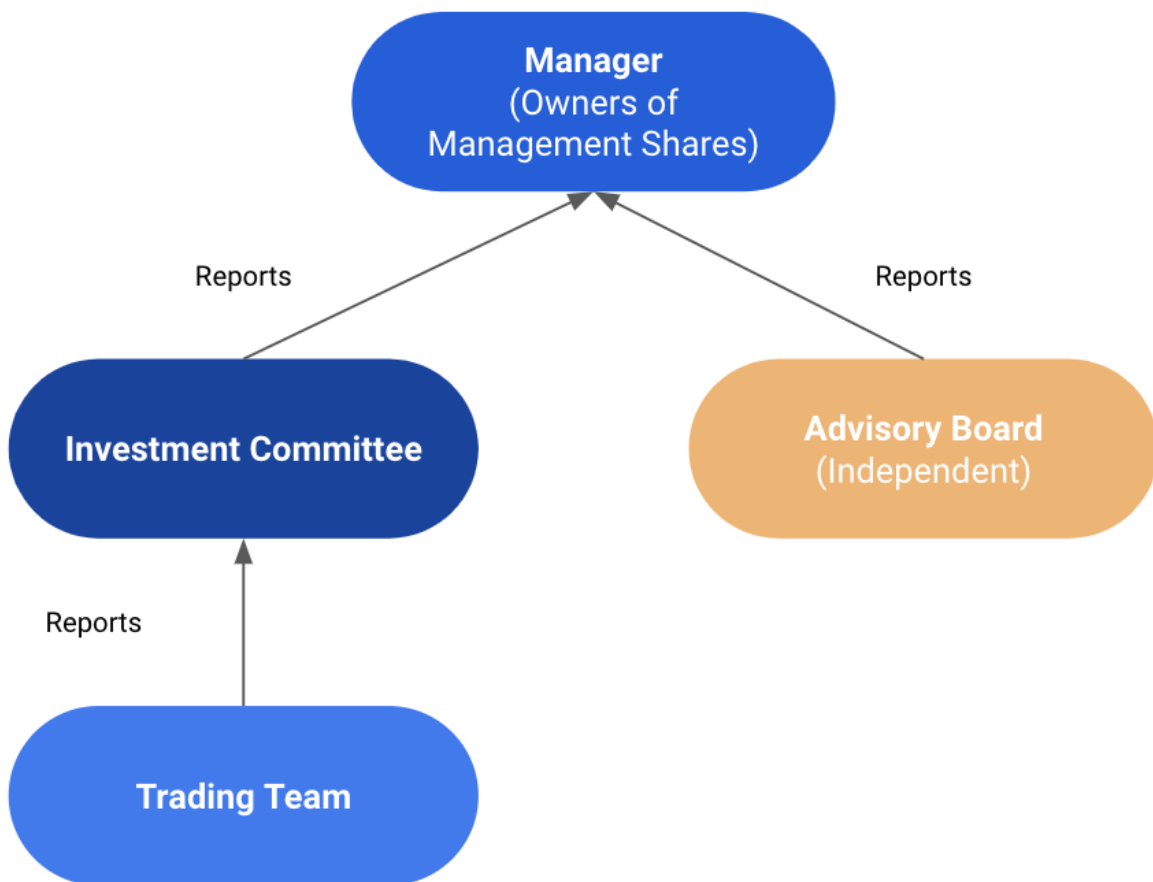
**Restrictions on Transferability**

Participation Shares in exchange listed shares are expected to be freely transferable. Any restrictions to Participation Shares will be detailed in the Product Supplement of the Cell. Not all Cell's will be exchange listed. Any Participation Shares will trade in uncertificated form only unless regulation requires otherwise. Trading will initially be restricted to MERJ Exchange and must be in accordance with prevailing MERJ Exchange Market Rules and its appointed clearing agency, MERJ Clearing and Settlement Limited.

**Management of Cells**

Any deviation from the intended management of the Cells described below will be detailed in the Product Supplement.

Below is a diagram illustrating the relationship between the various groups responsible for the management of the Cells.



## The Manager

Unless otherwise indicated in the Product Supplement, the entirety of the Cell's Management Shares will be issued in the name of DIGTL Program PCC who will therefore act as the Manager. Biographies of the Directors of DIGTL Program PCC who will act as the Company's operators to act as the Manager can be found in the 'Biographies of Directors' section of this DIGTL Memorandum.

The Manager intends to be responsible for all the operation of the Cells, leaving the Cells free of the burdens of an operating company with the aim of having the Participation Shares of each Cell represent the value of the underlying assets it is invested in.

The Manager will be managing contractual relationships on behalf of the Cells with banks, attorneys, stock exchanges, advisors, brokers, leases, employees and other service providers.

The Cells will be prohibited from incurring non-product related expenses and all expenses, including the startup costs, will be at the account of the Manager, which will then be reimbursed by the Cell. The specifics of the reimbursement process will be detailed in each Product Supplement.

The Manager will be responsible for the promotion and listing of the Cells on MERJ Exchange.

## Investment Committee

The Investment Committee, supported by the Trading Team, will be responsible for the implementation of the Cell's investment policy and for managing the portfolio of the Cells. The Investment Committee will report to the Directors of the Company.

The Investment Committee shall consist of at least the following voting members:

James Wallace McCreary	Chair of DIGTL Ltd.
Kyle Douglas Fry	CEO of DIGTL Ltd.

*Voting members may be increased depending on the Cell. Any changes will be reflected in each Product Supplement.*

Detailed biographies of the Investment Committee members can be found in Annexure 3 of this DIGTL Memorandum.

The responsibilities of the Investment Committee are set out below, to:

- determine the investment strategy for the specified Cell;
- identify associated investment risks for each investment offering and propose measures to mitigate against those potential risks;

- develop investment strategies that will serve the interests of the investors, and maximise returns;
- determine the investment criteria for different transactions;
- identify independent and professional advisors/service providers to assist with due diligence, feasibility and compile or research any information that is necessary to determine the risk and/or feasibility of investment opportunities;
- determine the format and detail the Committee requires for global or country partners to assist the Committee evaluate new partners;
- obtain regular performance reports from existing products under management and review the impact of any unforeseen circumstances on the long term investment strategy, and report thereon.

#### Meetings:

- The investment committee shall normally meet at least twice a year;
- Meetings may be convened at the request of any member of the Committee or by the Directors of the Company;
- Notice of meetings shall be given to all committee members, the Directors and as appropriate, the Advisory Board members and agenda circulated in advance;
- Meetings may be held in person, by telephone or by virtual meeting.

Any deviations from the Investment Committee in this DIGTL Memorandum will be detailed in the specific Product Supplements.

The Investment Committee members have not received any remuneration from the Company for services as Investment Committee members. There is no intended compensation for the Investment Committee members for the year 2022. Should members be added to the Investment Committee for a specific Cell, their remuneration, if any, will be disclosed in the specific Product Supplement.

#### **Trading Team**

The Company employs a trading team of market analysts, traders, market makers and other investment specialists dedicated to the execution of the investment policy of each Cell.

The Trading Team will be responsible for the execution of the day-to-day trading of the Cells, under the direction of the Investment Committee and bound by the risk management regulation set out in the investment policy.

The responsibilities of the Trading Team are set out below:

- Preparing fundamentals analysis, market reports and valuation reports on assets intended for purchase for an actively managed Cells portfolio;
- Rebalancing the portfolio on a regular basis for passively managed Cells, as described in the Product Supplements;
- Purchase and sale of assets and financial instruments based on the investment thesis and the direction of the Investment Committee;
- Creation of ongoing valuation reports for each Cell as required by the Investment

Committee;

- Adherence to the risk management regulation set out by this DIGTL Memorandum and the specific risk management regulation set out by the Product Supplements;

The Trading Team will invest in assets using brokerage accounts with various brokers such as Interactive Brokers and on exchanges, where possible, directly such as FTX and Binance. When choosing a broker, the Trading Team will conduct careful evaluation of the suitability of the broker for the purposes of accessing the assets, including a review of any potential risk associated with using a brokerage account. Any risks specific to a brokerage account for a particular portfolio will be disclosed in the Product Supplements.

At the time of this DIGTL Memorandum, the Trading Team is composed of 4 members, including the head of trading, a trader, an investor and a technical analyst. Trading Team members may be added depending on the Cell. Any changes will be reflected in each Product Supplement

### **Biographies of the Trading Team**

Biographies of the Trading Team are in Annexure 4 of this DIGTL Memorandum.

### **Advisory Board**

The Manager may appoint an independent advisory board for Cells as appropriate. The Advisory Board will report to the Manager.

The Advisory Board is distinct from the Board of Directors and is composed solely of persons who do not serve the Company in any other capacity, whether or not the functions of such a board are such as to render its members “directors” within the definition of that term. The Advisory Board has advisory functions as to investments but has no power to determine that any security or other investment shall be purchased or sold by the Cell.

The Advisory Board may, as appropriate, be invited to participate in Investment Committee meetings and Board meetings pertaining to the specific Cell it is appointed for.

Members of each Cell’s Advisory Board, including their experience, qualifications and remuneration will be detailed in the Cell’s Product Supplement.

### **Conflicts of Interest**

The administration and management of the Cells will be conducted by the Directors. The monitoring of the adherence to the Listing Rules will be conducted by the Sponsor Advisor, with ultimate oversight and control being exercised by the Manager. If a conflict arises that cannot be addressed and resolved by these parties it will be referred to either MERJ Exchange or the Company’s auditors depending on the area of dispute, for a binding opinion.

The Directors are shareholders in DIGTL Ltd. (dba Digital Markets), the Sponsor Advisor for this listing. Kyle Douglas Fry will not be the principal sponsor advisor representative for any of the listings.

The Directors are also members of the Investment Committee for each Cell. Neither James Wallace McCreary nor Kyle Douglas Fry are intended to receive remuneration for their services as members of the Investment Committee. It is intended that where the investment objective of a Cell is actively managed, an independent director will be considered for the Cell's Investment Committee.

In order to maintain its independence and perform its duties with impartiality, the Sponsor Advisor has put the following measures in place:

- The principal sponsor advisor representative will not be a member of the Board, the Investment Committee or the Advisory Board for any of the listings conducted under this Program;
- The principal sponsor advisor representative will not participate in any meetings of the Board, the Investment Committee or the Advisory Board;
- The principal sponsor advisor representative will be the main point of contact for any MERJ-related requests;
- The principal sponsor advisor representative does not currently hold and will not hold, directly or indirectly, more than 5% of the number of issued shares of the new applicant, except where that holding arises as a result of an underwriting obligation;
- If a conflict arises that cannot be addressed and resolved by the Directors and the Sponsor Advisor, it will be referred to either MERJ Exchange or the Company's auditors depending on the area of dispute, for a binding opinion;
- All documentation deemed material, non-public information relating to the Issuer will be kept in access-restricted folders by the principal sponsor advisor representative

## **SHARE CAPITAL AND SHAREHOLDER**

The Ordinary Shares of the Company will not be listed on MERJ Exchange. The only shareholder of the Company is DIGTL Ltd. The Company only has 1 class of share in issue.

**Authorised shares:** 1,000 ordinary shares with a par value of USD 0.01 each. Total authorised capital USD 10.00.

**Issued shares:** 1,000 ordinary shares with a par value of USD 0.01 each. Total Issued capital USD 10.00.

## DIRECTORS AND KEY EXECUTIVES

### Directors

Name	Qualifications	Position
James Wallace McCreary	Serial tech entrepreneur with 20+ businesses, venture investor in 100's of companies, board member of the GSX Group and applied to the Financial Services Authority Seychelles to be included as a board member of MERJ Exchange	Chair & Director
Kyle Douglas Fry	MBA from Columbia Business School, Over 10 years as a FINRA registered representative. ~10 years senior M&A investment banker at Credit Suisse. MERJ Sponsor Advisor for over a year	CEO & Director

### Biographies of Directors

#### James Wallace McCreary

James is a serial tech entrepreneur, having built hundreds of applications inside dozens of softwares over the last 30 years. He is an active venture investor and avid social change agent. James is also a global law, governance and macroeconomics hobbyist.

James is Chair at DIGTL, a global digital financial firm, which connects the world's assets with international investors through a network of digital securities exchanges.

James co-created DIGTL to help innovators find the capital necessary to build their solutions and empower investors to intelligently invest in technology companies. He thinks social impact companies are the best catalyst for positive global change.

James believes meaningful living is a human right. He thinks self-sovereign identity, unmitigated financial inclusion, and peer-to-peer monetary systems are the next global civil rights movement.

James is wholly committed to migrating all the world's assets to the new, open digital financial system to help create a fair and equitable socio-economic system for all.

#### Kyle Douglas Fry

Kyle Douglas Fry is CEO, Co-Founder and Director of DIGTL Ltd. Kyle believes deeply in DIGTL's purpose, mission, vision and core values, as well as in his co-founder and the organisation's core team.

Kyle has been in the Digital Asset industry since 2018 and held roles of President in other fintech ventures. He has spent significant time building the infrastructure required to pursue DIGTL's mission and realise its vision. He has direct Digital Asset experience in technology development, investment banking, venture capital and asset management. Kyle was a FINRA registered representative for over 12 years and has deep expertise and

understanding of US securities regulation. Kyle has also been a Sponsor Advisor to MERJ for over a year.

Previous to his entrance into Digital Assets full-time, Kyle spent almost 10 years at Credit Suisse providing M&A investment banking advisory services, mostly in technology, to public and private companies, as well as private equity firms. Kyle led numerous transactions from initial engagement to closing as well as announced over \$80 billion of M&A deals over his career.

Prior to Credit Suisse, for approximately five years, Kyle held various analytical roles combining technology and finance at a company based in Colorado. He was raised in Omaha, Nebraska.

Kyle has an MBA in finance from Columbia Business School, in New York, where he graduated with honors and a B.S. in Computer Information Systems from Colorado State University.

Hobbies: Kyle is an avid crossfitter and snowboarder and many other fitness activities. He is also pursuing a passion for the piano.

### **Directors Contact Details**

The Directors can be contacted via the Company at its registered address.

### **Interests of Directors**

James Wallace McCreary and Kyle Douglas Fry have an indirect beneficial interest in the Company of 80% and 20%, respectively.

### **Remuneration of Directors**

The Directors have not received any remuneration from the Company for services as Directors. There is no intended compensation for the Directors for the year 2022.

### **Appointment and Remuneration of Directors**

- An appointment of a Director by the Board of Directors must be ratified by the shareholders at the first general meeting of shareholders after the appointment.
- Each Director holds office until his successor takes office or until his earlier death, resignation, or removal, or in the case of a Director that is a company, upon issue of an order for the winding up or dissolution of such company.
- A Director shall cease to hold the office of Director if a majority of the Directors require his resignation in writing. Should there be an even number of Directors and a voting split, the Chair of the Board will have the deciding vote. A Director may resign his office by giving written notice of his resignation to the Company, and the resignation has effect from the date the notice is received by the Company or from such later date as may be specified in the notice.

- A vacancy in the board of Directors may be filled by a resolution of members or of the majority of the remaining Directors.
- A Director may be removed from office by a resolution of members or by a resolution of Directors.
- The Directors may, by a resolution of Directors, fix the emoluments of Directors in respect of services to be rendered in any capacity to the Company.

## **General**

The Directors of the Company have all completed and signed the Director's Declaration required in terms of Schedule 13 of the Listings Rules and have confirmed that they have not been:

- disqualified by any court from acting as a Director of a company or from acting in the management or conduct of the affairs of any company or been the subject of any public criticisms by statutory or regulatory authorities (including recognized professional bodies);
- convicted of any offence involving dishonesty, fraud or embezzlement or convicted in any jurisdiction of any criminal offence (without the option of paying a fine) or any offence under legislation relating to the Act;
- adjudged bankrupt or declared insolvent or entered into any individual voluntary compromise arrangements or creditor's liquidation or been sequestered in any jurisdiction or been a Director of any company or a partner of any partnership at the time or within the twelve months preceding any of the following events taking place: receivership, compulsory liquidation, creditor's voluntary liquidation, administration, company voluntary arrangements or any composition or arrangement with creditors generally or any class of creditors; and /or
- barred from entry into any profession or occupation.

In addition, the Directors have:

- acknowledged that they understand their duties in terms of the Listing Rules;
- undertaken to comply with the Listings Rules and to discharge their duties in ensuring such compliance whilst Directors; and
- acknowledged that certain of the Listings Rules affect them directly in their personal capacities as well as in their capacities as Directors and have undertaken to be bound by and to comply with all such Rules whilst they are Directors.

James Wallace McCreary is a member of the board of the GSX Group and has applied to the Financial Services Authority Seychelles to be included as a board member of MERJ Exchange. The Directors of the Company have various other Directorships none of which are material to DIGTL Program PCC other than their participation in the senior management of DIGTL Ltd.



## RISK FACTORS

**THE FOLLOWING RISK FACTORS MARK OUT A NUMBER OF RISKS IN THE COMPANY'S BUSINESS; HOWEVER, THIS SECTION DOES NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN THE COMPANY.**

Investment into new assets, nascent industries and early-stage enterprises may involve a high degree of risk. You should be aware of your risk tolerance level and financial situations at all times or consult a professional advisor before making any investment decision. The following is not intended to be a comprehensive list nor a substitute for discussing the risks of specific investment opportunities with your professional advisors, including your legal, tax and financial advisors. **YOU SHOULD NOT CONSIDER INVESTING IN SECURITIES ISSUED BY THE COMPANY UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT WITHOUT A CHANGE IN YOUR LIFESTYLE.**

### Country Risks

#### Seychelles Sovereign Credit Rating

Fitch's credit rating for Seychelles was last reported at B+ with a stable outlook.

#### Seychelles Politics

The democratic environment prevailing in the country, underpinned by the implementation of what is widely believed to be a progressive Constitution, coupled with the support from the international community reduces the risk of any significant political unrest. It is noted that the National Assembly changed control in 2020 for the first time since independence in 1976. The transition was peaceful and there has been no political or social unrest, which is a sign of a maturing democracy.

#### British Virgin Island Credit Rating

There are no current credit ratings from Fitch or Moody's for the British Virgin Islands. However, the Government of the [British Virgin Islands did receive a high level of creditworthiness rating from the Caribbean Information and Credit Rating Services \(CariCRIS\)](#) with a stable outlook in 2017. CariCRIS has reaffirmed its 'high creditworthiness' issuer credit ratings to the Government of the British Virgin Islands in 2021.

Credit ratings can change from time to time and therefore can have a significant impact on investments in the country. Any further downgrade of the sovereign credit ratings could heighten investors' perception of risk and, as a result, adversely affect the price of the Participation Shares. We cannot guarantee that the rating agencies will maintain these classifications in relation to sovereign credit rating. No matter what the systems, controls and procedures businesses may design to mitigate political risk, there can be no assurance that any adverse political events will not have an adverse impact on the Company.

#### British Virgin Island Politics

The British Virgin Islands is a British overseas territory. The BVI's political environment is that of a parliamentary representative democratic dependency. Executive authority is vested

in the Queen and is exercised on her behalf by the Governor. The Head of Government is the Premier, who is elected in a general election along with other members of the House of Assembly.

### **Macro-Risks**

Specific issues include growth, inflation, unemployment, interest rates, exchange rates, money supply, trade deficits and budget deficits. Different monetary and fiscal policies affect the aggregate behaviour of the population which then affects macroeconomic performance. These policies change from time to time based on domestic events as well as regional and international events. Reduced volatility in key macroeconomic indicators can assist the growth prospects and operational results. The Company has put in place a business strategy to minimize our exposure to adverse economic conditions, however, this cannot provide an assurance that adverse economic conditions cannot hamper the Company's performance.

### **Capital Risk Management**

The Company's capital is managed with the objective of safeguarding the Company's ability to continue operating as a going concern, providing equitable returns and benefits to stakeholders, and sustaining an optimal capital structure.

The capital structure of the company predominantly consists of debt and equity.

### **Liquidity Risk**

Liquidity risk arises when the Company, despite being solvent, cannot maintain or generate sufficient cash resources to meet its obligations as they fall due, or can only do so at materially disadvantageous terms. A liquidity event may arise as a result of a wide-ranging disruption in asset markets which results in normally liquid assets becoming illiquid.

The Company manages liquidity risk through an ongoing review of its future commitments and corresponding assets. The Company further mitigates liquidity risk by maintaining sufficient cash and liquid marketable securities, and the availability of funding through an adequate amount of committed credit facilities.

### **Credit Risk**

Credit risk comprises counter party, settlement, and concentration risk.

Counterparty risk is the risk of loss to the Company as a result of failure by a counterparty to meet its financial and or contractual obligations. This risk has two components:

Settlement risk is the risk of loss to the Company from settling a transaction where value is exchanged, but where it fails to receive all or part of the counter value.

Credit concentration risk is the risk of loss to the Company as a result of excessive build-up of exposure to, among others, a single counterparty or counterparty segment, industry,

market, product, financial instrument or type of security, or a maturity. This concentration typically exists where a number of counterparties are engaged in similar activities and have similar characteristics, which could result in their ability to meet contractual obligations being similarly affected by changes in economic or other conditions.

### **Price Risk**

Price risk is the risk of a change in the actual or effective market value or earnings of a portfolio of financial instruments caused by adverse movements in the interest rates, credit spreads or liquidity premiums.

### **Cyber-Security Risk**

The Company, and its service providers, may be prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviours, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorised release of confidential information or various other forms of cyber security breaches. Cyber-attacks affecting the Company or its advisors, custodian, transfer agent, intermediaries and other third-party service providers may adversely impact the Company. For instance, cyber-attacks may interfere with the processing of shareholder transactions, cause the release of private shareholder information or confidential business information, impede trading, subject a company to regulatory fines or financial losses and/or cause reputational damage. The Company may also incur additional costs for cyber security risk management purposes. While the Company's service providers have established business continuity plans, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, the Company cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect the Company or its shareholders.

### **Operational Risk**

Operational risk is the risk of a loss arising from inadequate or failed internal processes, people and systems or external events. The Company is mainly exposed to operational risk associated with the activities of DIGTL Ltd. (dba Digital Markets) and manages all operational aspects of the Company.

### **Key Person Dependency Risk**

Being a company with no employees, each Cell depends on DIGTL Program PCC, the sole Director and Manager of the Cell. The loss of any key persons at DIGTL Program PCC due to resignation or disability may result in an interruption in business continuity and possible damage to the Cell's reputation.

To mitigate these risks, DIGTL Program PCC maintains a network of qualified third-party advisors who could assist in operating a Cell in the case of a loss of a key person. DIGTL Program PCC is putting in place a succession plan and has in place business process documentation as would be necessary to empower someone else to carry out the tasks in order to avoid business interruptions.

## **Business Risk**

Business risk relates to the potential reduction in revenue due to strategic and or reputational reasons. The Company's ability to generate revenue may be impacted by, among others, the external macroeconomic environment, its chosen strategies, changes in legislation and its reputation in the markets in which it operates.

The Company has an active strategy of monitoring changes in the external environment, analysing the potential impact and adjusting the Company's strategy to optimise its sustainable profits.

## **Risks related to Distributed Ledger Technology**

Blockchain technology is relatively new, untested and evolving. It represents a novel combination of several concepts, including a publicly available database or ledger that represents the total ownership of the asset at any one time, novel methods of authenticating transactions using cryptography across distributed network nodes that permit decentralisation by eliminating the need for a central clearing-house while guaranteeing that transactions are irreversible and consistent, differing methods of incentivizing this authentication by the use of new units issued as rewards for the validator of each new block or transaction fees paid by participants in a transaction to validators, and hard limits on the aggregate amount of currency that may be issued. As a result of the new and untested nature of cryptography and blockchain technology, the market for Digital Assets and related services is relatively new and rapidly evolving, and its growth is subject to a high degree of uncertainty. As such, the Digital Asset industry is vulnerable to risks and challenges, both foreseen and unforeseen. Examples of these risks and challenges include:

- Scalability can be a challenge for network working with large blockchains, because the addition of records to a blockchain requires the network to achieve consensus through a transaction validation mechanism, which often involves redundant and extensive computation; processing of transactions can be slower than that achieved by a central clearing-house; and delays and bottlenecks in the clearance of transactions may result as the Digital Assets expand to a greater number of users.
- Blockchain technology can have complex validation processes, and confirmation of a transaction may not always be instantaneous. Users of any Digital Asset wallet who do not wait a sufficient period before treating blockchain as permanently written may lose assets and funds in exchange for blockchain payments that are never completed. While this risk is not unique to the Company, customers may blame us for such transaction errors, which could harm our reputation.
- Because many blockchains are public, malicious users may freely view, access and interact with key components of the networks on these blockchains.

The growth of the blockchain industry in general, as well as the blockchain networks on which Digital Assets rely, is subject to a high degree of uncertainty regarding consumer

adoption and long-term development. The factors affecting the further development of the Digital Asset industry, as well as blockchain networks, include, without limitation:

- worldwide growth in the adoption and use of Digital Assets and other blockchain technologies;
- government and quasi-government regulation of Digital Assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;
- the maintenance and development of the open source software protocol of blockchain networks;
- changes in consumer demographics and public tastes and preferences;
- the availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using government-backed currencies or existing networks;
- the extent to which current interest in Digital Assets represents a speculative “bubble”;
- general worldwide economic conditions;
- the regulatory environment relating to Digital Assets and blockchains; and
- a decline in the popularity or acceptance of Digital Assets or other blockchain-based units.

The Digital Assets industry as a whole has been characterized by rapid changes and innovations and is constantly evolving. Although it has experienced significant growth in recent years, the slowing or stopping of the development, general acceptance and adoption and usage of blockchain networks and Digital Assets may negatively affect the Company’s reputation.

### **Investment Objective Risks**

Risk that the investments may not achieve the investment objectives.

Participation Shareholders will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made by the Cells and, accordingly, will be dependent upon the judgement and ability of the Cell’s Manager and its committees to consider. No assurance can be given that the Cell will be successful in obtaining suitable investments or, if such investments are made, that the objectives of the Cell will be achieved, with the result that the Cell may not be able to achieve the optimum balance of investments within the Cell’s portfolio necessary to achieve the Cell’s investment goals.

### **Price Risk**

Risk that investments may be sold at prices lower than acquisition price and/or not realize the value intended.

There can be no assurance that the Cell’s investments will not be sold at prices below their acquisition costs. Future performance, market conditions, political environment and macro and micro economic conditions are uncertain and may require disposal of an investment at a price below the acquisition cost.

There can be no assurance that the Cell will be able to achieve its objectives and generate returns for their investors or that the returns will be commensurate with the risks of investing in the type of companies and transactions described herein. There can be no assurance that any investor will receive any distribution from the Cell. Accordingly, an investment in the Cell should only be considered by persons who can afford a loss of their entire investment.

### **Unlisted company risk**

Increased risk in smaller, unlisted companies and investments.

The Cell also intends to invest in companies and investment instruments that may not now and may never be publicly traded or listed on a securities exchange. Companies whose securities are unlisted are not subject to the same disclosure and other investor protection requirements that are applicable to companies with listed securities. These investments may be difficult to value (which valuation may also be subjective) and to sell or otherwise liquidate, and the risk of investing in such companies is generally much greater than the risk of investing in listed or publicly traded companies, because of the lack of liquidity.

Investments in such companies may involve greater risks than are generally associated with investments in more established companies. Such companies also have shorter operating histories on which to judge future performance and may experience related difficulties that are not faced by established companies.

Although the Manager and its committees have extensive experience in investments, some of the investments recommended in which the Cells intend to invest, directly or indirectly, will be newly-formed or recently- formed entities with a limited operating history upon which to evaluate their likely performance. An investment in the Cell is thus subject to all the risks and uncertainties associated with any new business, including the risk that the Cell will not achieve its investment objectives and that the value of an investment could decline substantially.

### **Long-term uncertainty**

Investments are of longer-term nature, increasing uncertainty.

A proportion of the Cell's investments may require medium to long-term commitment of capital. A substantial amount of the investments may also be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded companies and instruments. Although investments made by the Cell may generate current income, the return of capital and the realisation of gains, if any, from an investment by the Cell will generally occur only upon the partial or complete disposal of such investment or through Dividends payments. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment is made. The illiquidity of these investments may make it difficult to sell investments if the need arises or if the Manager determines such sale would be in the Cell's best interests. In addition, if the Cell were to be required to liquidate all or a portion of an investment quickly, it may realise significantly less than the value at which the investment was previously recorded, which could result in a decrease in the Cell's net asset value.

## **Competitive Market**

Limited number of investments, concentration of investments and highly competitive market for investment opportunities.

The Cell may participate in a limited number of investments and, as a consequence, the aggregate return may be substantially adversely affected by the unfavourable performance of any single investment. In addition, investors have no assurance as to the degree of diversification of the Cell's investments. In addition, the Cell may be competing with other investors and corporate buyers for the investments that they will respectively make. The activity of identifying, completing and realising attractive investments is highly competitive, and involves a high degree of uncertainty. The Cell will be competing for investments with other investors, as well as companies, public equity markets, individuals, financial institutions and other investors. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Cell and adversely affecting the terms upon which investments can be made. Many of these competitors may be substantially larger and have considerably greater financial, technical and marketing resources than those that are available to the Cell. There can be no assurance that Cell will be able to locate, consummate and exit investments that satisfy the Cell's rate of return or that it will be able to invest fully its committed capital. On the back of this, there may be material adverse impact on the Cell's investment performance.

## **INFORMATION ON THE CELLS AND ITS SECURITIES**

### **Number, Type and Nominal Value**

Unless otherwise indicated in the Product Supplement, the Cell will have 2 classes of shares: Ordinary A Voting non-participating Shares (“Management Shares”) and Ordinary B participating Shares (“Participation Shares”).

### **Management Shareholder**

Unless otherwise indicated in the Product Supplement, the entirety of a Cell’s Management Shares will be issued in the name of DIGTL Program PCC.

### **Listing**

The Management Shares are not listed and there are no plans in the short to medium term to list these shares. These shares are maintained in certificated form and are recorded in the physical share register administered by the Company Secretary.

The Participation Shares will be listed on the MAIN board of MERJ Exchange. The listed shares of each Cell will be allocated with their own ISIN. The Participation Shares will be maintained in uncertificated form and recorded in the electronic register of the Company maintained by MERJ DEP Limited.

Not all Cells created by DIGTL Program PCC will become exchange listed investments, some Cells may be used for private investment purposes.

### **Shareholder Meetings**

Annual general meetings and extraordinary general meetings called for the passing of a special resolution shall be called by twenty-one (21) days’ notice in writing at the least, and a meeting of the Cell other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days’ notice in writing at the least.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and the exact wording of every resolution to be proposed at the meeting except a procedural resolution and a resolution in respect of ordinary business at an annual general meeting.

No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business. One shareholder holding at least 5 percent in nominal value of the Shares of the Company, present in person or by proxy shall be a quorum.

At any general meeting a resolution put to the vote at the meeting shall, subject to the provisions of the IBC Act, be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.



Ordinary resolutions will be passed by a simple majority and special resolutions will be passed by a 75% plus one (1) majority at any properly constituted meeting of shareholders.

### **CORPORATE GOVERNANCE**

The Company is fully committed to effective corporate governance. It endeavours to conduct its business in accordance with the principles of accountability, transparency and integrity. These principles and standards are to ensure that shareholders and other stakeholders can obtain assurance that ethical management and prudent risk approaches are followed.

### **HISTORICAL FINANCIAL INFORMATION**

The Company will be listing Participation Shares issued by individual Cells. The Cells will be created specifically for this purpose and therefore have no relevant financial history.

### **BORROWINGS AND OTHER INDEBTEDNESS**

The Directors may exercise all the powers of the Company to borrow money, and to hypothecate, mortgage or charge its undertaking, assets and uncalled capital, or any part thereof, and to issue debentures, bonds, and shares as security for any loan to, or debt, liability or obligation of the Company or of any third party.

#### **Material Loans to the Company**

At the Last Practicable Date, the Company had no material loans or borrowings.

#### **Contingent Liabilities**

At the Last Practicable Date, the Company has no contingent liabilities.

#### **Capital Expenditure Commitments**

At the Last Practicable Date, the Company had no capital expenditure commitments.

#### **Off Balance Sheet Financing**

At the Last Practicable Date, the Company has no off-balance sheet commitments or finance.

#### **Loans Owed by the Company**

At the Last Practicable Date the Company has no loans outstanding.

#### **Loans Receivable**

At the Last Practicable Date there are no loans receivables outside of the normal course of business.

### **MATERIAL CONTRACTS**

The Company has no material contracts in place at the Last Practicable Date.

## WORKING CAPITAL STATEMENT

The Directors are of the opinion and have reasonable grounds for believing that the working capital available to the Company is sufficient for its present requirements and will remain adequate for the twelve months following the date of this document. All operational costs of the Company are paid by its holding company.

### COSTS

The costs to be incurred in the listing of each security under the DIGTL Program will be disclosed in the relevant section of the Product Supplement.

The Program listing costs are as follows:

	USD
Program Issuer Application Fee	2,500
Annual Fee - Fixed Issuer Fee	2,500
Listing Particular Review Fee	1,000
<b>TOTAL</b>	<b>6,000</b>

Please note that each year there will be fees that have to be paid to MERJ Exchange.

## LITIGATION STATEMENT

There are no legal or arbitration proceedings or proceedings which are pending or threatened of which the Company is aware that may have or have had in the previous 12 months a material effect on the financial position of the Company or its Directors or key personnel.

## TAXATION

The Cell will provide further information as to anticipated net taxes payable on the income and gains earned from the investment including income taxes, withholding taxes, capital gains taxes and similar as it relates to the Cell and any other intermediate holding entity between the Cell and the ultimate investment in the Product Supplement.

While this information will be accurate to the best knowledge of the Directors, matters of international taxation, especially as it relates to investing in overseas assets, can be complex. Governments and revenue authorities can make determinations that are at odds with the prevailing views. As such, there can be no guarantees that the assessments and estimates as regards taxation of these other entities and various forms of distributions by and from them are correct.

Prospective investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile and place of

business with respect to their acquisition, holding or disposal of the Company's and any Cell's shares, and any foreign exchange restrictions that may be relevant thereto.

The tax treatment of investors will vary and will be dependent on the tax status of the investor in question and the tax jurisdiction in which they are resident. Investors are advised to seek their own professional tax advice.

### RESPONSIBILITY STATEMENT

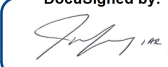
The Directors of the Company whose names are given in this DIGTL Memorandum accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this DIGTL Memorandum contains all information required by law and the MERJ Listings Rules.

### DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection on the Company's website:

1. This DIGTL Memorandum (signed);
2. The Memorandum of Association and Articles of Association of the Company

**Signed at** 11:23 AM **by** James Wallace McCreary **for and on behalf of all the Directors of the Company, being duly authorised to do so.**

DocuSigned by:  
  
A37C7F94928F4B3...

Signature

3/3/2022

\_\_\_\_\_  
Date

## ANNEXURE 1 - INVESTMENT POLICY OF THE ISSUER

### Investment Policy

DIGTL Program PCC has been formed on the belief that the digitization of assets can increase human potential and decrease global suffering by democratising access to fractional ownership and open trading. The Company seeks to facilitate that process by placing capital in assets created by like-minded companies and or individuals with a shared vision of more evenly distributed access to digital ventures and assets, including but not limited to currencies, exchange-traded portfolios, and securities. Details of the Company's vision can be found in Annexure 2 of this DIGTL Memorandum.

Each Cell will have a specific investment policy described in its Product Supplement and include the following items:

1. **Investment process:** including asset class, criteria, valuation, expected returns and analysis required for the acquisition of assets;
2. **Acquisition process:** including details of how the assets will be acquired, including any licences and agreements in place facilitating access to the assets;
3. **Risk Management:** Specific risk management rules put in place to mitigate downside risk of the portfolio

### Investment Objectives

The Program's main investment objective is to invest in assets that display the qualities below and to make them available to global investors:

1. **Disruptive:** Investments that disrupt systems of control, correct power imbalances, and help provide everyone equal and fair access to products, services and communities that help enable meaningful living will be given preference;
2. **Exponential:** We believe exponential companies, which are companies leveraging digital technologies that are outpacing an exponential growth curve as articulated by Moore's law, are the best catalyst for social change and therefore will be prioritised when investing;
3. **Longevity:** The investment must be resilient to changing trends to the global business environment

### Risk Management

Below are some general risk management rules created by the Investment Committee which will apply to all Cells. Specific risk management rules will be created for each Cell based on its specific risk profile, as determined by the Cell's Investment Committee:

- The Investment Committee, having regard to their internal policies from time to time, are responsible for the risk management of the Cells. As part of the process of the management of the Cell's investments the Investment Committee members will

review all investments held by the Cells on an on-going basis. It is the Investment Committee's responsibility to manage Cell's investments and to monitor its exposure to each Investment. The Investment Committee is responsible for ensuring that each Investment purchased meets the investment restrictions set out in the DIGTL Memorandum's investment policy as well as the Cell's specific investment policy, at the time of purchase and continues to do so thereafter as long as the investment is held by the Cell. The potential illiquid nature of the Investment may expose the Cell to liquidity risk. The Investment Committee intends to manage the liquidity resources of the Cell such that there is sufficient liquidity to settle the Cell's operational costs.

## Types of Investments & Assumptions

The Company intends to offer investment opportunities to global investors based on the demand trends its Investment Committee identifies. As such, expected returns and holding period may vary significantly based on a Cell's specific investment policy. Below are some examples of the types of investments and associated return assumptions that the Cells under this Program may target (note more information will be in the Product Supplements):

- **Trader's Portfolio:** By aiming to replicate the portfolio of individuals deemed to achieve above-average returns, the Company aims to provide investors with the opportunity to match the returns of these traders. The holding period would be determined passively based on the trader's portfolio being tracked.
- **Venture Portfolio:** Through investments in early stage ventures, the Company will target potential high return investments with potential returns in line with typical early stage ventures. Holding periods for the underlying venture investments may be in the 5 to 10 years as typical with venture investing.
- **Bitcoin Portfolio:** By investing in a portfolio Digital Assets, the Company will aim to increase the value of the portfolio denominated in Bitcoin. This means the Company's target return will be to outperform Bitcoin in USD terms. The target hold period for Digital Assets in the portfolio will be 1 year.
- **Tokenized Large Cap Equities:** Providing access to shares of large-cap and well known publicly traded companies, the Company aims to make these shares more accessible to global investors. Holding period will be reflected by demand of investors through MERJ or any other listing venue.

Potential investors should note that the above are meant to be indications of the types of assets, returns and holding periods the Company could offer. Details of each Cell's specific target investments, expected returns and holding period will be described in the Product Supplement.

## Investment Process

DIGTL Program PCC employs a Trading Team to identify opportunities, produce in-depth research on assets of interest, apply a proprietary vetting framework for those that qualify, conduct founder and company due diligence on those that pass initial vetting, and finally, produce a suggestion in favour or against the investment opportunity.

Once approved for investment by the Investment Committee, DIGTL Program PCC's Trading Team also produces ongoing fundamental analysis to ensure the investment remains sound and to determine the fair value of each underlying asset.

DIGTL Program PCC intends to invest up to 99% of the Cells' total assets in foreign assets, equity and debt securities. The Cells also may invest in American Depositary Receipts (ADRs), European Depositary Receipts (EDRs), and Global Depositary Receipts (GDRs) and similar (collectively, "Depositary Receipts"), also known as "depositary interests".

DIGTL Program PCC reserves the right to vary the structure of the Cells for tax, regulatory, operational and other similar reasons. The Cells may engage in any investment strategy and make any investment that DIGTL Program PCC considers appropriate to pursue the Cells' investment objective.

### **Changes to the Investment Policy**

The investment policy is the responsibility of the Directors of the Company and has been approved by them. Any changes to the investment policy must be authorised by a meeting of the Directors.

The Investment Committee and the Advisory Board of a Cell may propose changes to its investment policy, but ultimately these will need to be authorised by a meeting of the Directors.

Changes to the investment policy of a Cell cannot be made without seeking the advice and opinion of the Investment Committee and the Advisory Board of the Cell, which they shall provide in a timely manner when requested by the Directors.

Any changes to the DIGTL Memorandum investment policy or to the investment policy of a Cell will be communicated to the public ahead of its implementation via an announcement on MERJ's and the Company's websites.

## ANNEXURE 2 - DIGTL MISSION, VISION, CORE VALUES

DIGTL's mission, vision and core values can be found below and at the following link:

<https://digtl.co/values>

**Our massive transformative purpose is to alleviate suffering and expand human potential to enable meaningful living for every person on the planet.**

We believe meaningful living is a human right.

We created DIGTL to help social impact companies find capital and build their communities. We believe exponential companies are the best catalyst for social change.

We enable companies that disrupt systems of control, correct power imbalances, and help provide everyone equal and fair access to products, services and communities that help enable meaningful living.

We only support companies who have the highest potential of scaling solutions globally.

### OUR MISSION

Invest in people. Empower value creators to find, serve and grow their tribes. Decentralize and democratize oppressive systems of control. Remove waste and make things faster. Enable and demonstrate the conscious, empathetic and empowering use of technology and data.

### OUR VISION

- Vision 1: We are the most exponential organization.
- Vision 2: We are the most innovative digital technology company.
- Vision 3: We are the most empowering company for startups and causes.
- Vision 4: We are the most respected brand in the world.
- Vision 5: We create the boldest leaders.
- Vision 6: We are the best place to work.

### OUR 10 CORE VALUES

1. **Care.** Focus intensely on the needs and wants of others.
2. **Think People First.** Relationships first, business second.
3. **Be Humble.** Ask questions; seek first to understand.
4. **Be Honest and Transparent.** Be authentic, open and fair.
5. **Share.** Share your work and knowledge to increase collective value.
6. **Be Quick and Agile.** Pursue growth and learning; iterate fast.
7. **Be Resourceful.** Do more with less, and find solutions.
8. **Attention to Detail.** Ensure accuracy; create clarity.
9. **Move the Needle.** Deliver incremental, measurable results.
10. **Be Free.** Question "authority"; seek wisdom and clarity.

### **What core values are, and what they mean to us:**

- **Core values cannot be taught** – you either have them or you don't. Someone that doesn't value our core values isn't bad or wrong; they are just not right for our tribe.
- **Core values are non-negotiable** – there is no excuse for a breach of a core value. If you truly value something, you'd never wilfully compromise that value.
- **Core values are all-inclusive** – you can't value a few, and not value others (it's all or nothing). All core values must be regarded absolutely; some values you may employ more than others however.
- **We hire (and release) on core values.** We will ensure that only individuals that share the same core values we do are added to and kept within the tribe.
- **Objective:** The optimal scenario is that all tribe members are in complete alignment with all core values, each and every day. We will be forever nurturing and grooming our tribe based on that single objective.
- **Summary:** With every tribe member honouring all of the core values, and with an unwavering focus on our mission, we will create a clear, fun and rewarding environment that will naturally lead us to our vision.

### **OUR 4 DRIVERS**

1. **Seek to Amaze.**
2. **Think Other People First.**
3. **Be Curious and Resourceful.**
4. **Persevere with Determination and Grit.**

**What drivers are:** These 4 drivers are a synthesis of our 10 core values, into the 4 traits most important to manifesting our visions.

### **OUR 3 COMMITMENTS**

1. **Acting.** Strictly limit administration and just take action.
2. **Delivering.** Turn work in quickly so others can move forward.
3. **Launching.** Get it out fast and mobilize potential early.

### **OUR 1 CORE FOCUS**

1. **Listening.** You will be heard.

**Who:** This includes teammates, partners and users. We listen to everyone and everything.

**Result:** No anxieties and frustrations. All tensions are processed. All things are optimized.

**What this means: A voice.** Everyone has a voice. Everyone is able to express their voice completely. We all listen. **You will be heard.**



## **ANNEXURE 3 – BIOGRAPHIES OF INVESTMENT COMMITTEE MEMBERS**

The Investment Committee members mentioned below are also Directors of the Company. Their detailed biographies can be found in the 'Biographies of Directors' section of this DIGTL Memorandum. The biographies below detail the experience of the Investment Committee members as it relates to the types of investments and the investors targeted as described in the investment policy of the Program detailed in Annexure 1 of this DIGTL Memorandum

### **James Wallace McCreary**

James is an active angel and Digital Asset investor. James has also spent years trading in digital and non-Digital Assets.

James has been involved in the Digital Asset space for over a decade and holds a meaningful portion of his personal net worth in Digital Assets.

James has significant venture investment, portfolio construction and fund structure experience.

### **Kyle Douglas Fry**

Kyle is an active angel and Digital Asset investor.

Kyle has been in the Digital Asset industry since 2018 and holds a meaningful portion of his personal net worth in Digital Assets including Bitcoin and other Digital Asset ventures.

Kyle has significant experience as an investment banker and an investor in reviewing, modeling and analyzing various risk and return profiles for numerous asset types.

### **James and Kyle have been working together for well over two years and:**

Led the investment decisions for approximately \$9 million dollars into 15 portfolio companies, predominantly in the Digital Asset space. Today, this portfolio has already increased significantly in value based on the valuations of recent follow on rounds for companies such as 3iQ and Ledn.

Launched one of the first Digital Asset funds made available to the Canadian public retail investors and also TFSA eligible (Canadian retirement accounts). They spent significant time and resources with fund service providers, lawyers and their team to bring a unique opportunity to market with all the requisite investor protections and disclosures.

## **ANNEXURE 4 – BIOGRAPHIES OF TRADING TEAM**

### **Jawaad Bokhari, Head of Trading**

A seasoned market maker, Jay has over 15 years of experience in the financial markets, trading equity, bond and interest rate futures. By his own admission, the last five years have been the steepest learning curve of his career and most fun. The innovation in finance has been mind blowing. Crypto/Digital markets have allowed legacy market participants the ability to enjoy the volatility and at the same time use their skills to bring stability to the markets; ultimately leading to them becoming institutional.

If Jay cannot be found by his computer, he's most likely out road cycling in the Spanish mountains where he lives with his wife and 2 kids.

### **James Regan, Trader**

James entered the bitcoin space in 2017 and began trading during the bear market of 2018. However, as a resident of New York, he was progressively shut out of more and more crypto exchanges and soon began trading equity futures. While he had studied traditional technical analysis, once he entered the legacy markets he learned how to read the continuous two-way auction using the market profile. He now applies these tools to his understanding of the crypto markets.

### **Bob Snyder, Investor**

Bob has a Mechanical Engineering degree from Drexel University. While pursuing a career in the pharmaceutical industry he maintained an avid interest in cryptocurrency. He appreciates and enjoys the different technical aspects of alt-coins and prides himself in doing deep dives on teams and protocols.

As a founding member of Yunt Capital he has been able to continue his ethos of being a white hat in the crypto industry by partnering with early projects and helping them grow to success. A strong fan of innovative small-cap, defi, NFT and metaverse projects.

He lives with his loving wife, two sons and puggle. They're all big fans of the Philadelphia Eagles.

### **Bruce Miurhead, Technical Analyst**

Bruce has been trading and analysing Bitcoin since 2017, finding endless inspiration in the innovative, and revolutionary nature of the space. Identifying coherence in the large amount of data involved in analysis keeps Bruce on his toes in the spheres of organisation, filtering, finding patterns, connecting disparate elements, and abstract categorising. Having played and studied jazz Bruce finds many useful parallels in the flow of information and ideas into actionable outcomes. Bruce resonates with the ethos of DIGTL and feels blessed on a daily basis to be working with such a talented and inspirational team. Bruce lives in Cape Town with his lovely wife and son, enjoys surfing and playing the double bass.

## ANNEXURE 5 – PRODUCT SUPPLEMENT

[CELL LOGO]

**[Cell Name]**

Product Supplement of DIGTL Program PCC

by  DIGTL

[Cell Overview]
-----------------

**[DATE OF PRODUCT SUPPLEMENT]**

*Any securities mentioned in this Product Supplement as per the DIGTL Program shall not be intended for investors in any jurisdiction in which such solicitation, or sale would be unlawful prior to any exemption or registration under the securities laws of any such jurisdiction.*

[DATE]

## **THIS PRODUCT SUPPLEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

The definitions and interpretations defined in the 'Definitions' section of the DIGTL Memorandum dated March 3, 2022 relating to the DIGTL Program ("the DIGTL Program") apply throughout this document, including the front cover (unless specifically defined, where used or the context indicates a contrary intention).

If you are in any doubt as to the action that you should take in relation to matters set forth in this document, please consult your broker, banker, legal advisor, accountant or other professional advisor immediately.

**This Product Supplement is for the listing of Ordinary B Shares ("[CELL NAME] Participation Shares" or "[TICKER]") of [Cell Name] (the "Cell") a Cell of DIGTL Program PCC, a Seychelles Protected Cell Company. [Cell Name] purchases assets and financial instruments to track the performance of the publicly disclosed stock holdings of Political Insiders whose stockholdings are publicly available. Shareholders of [Cell Name] Participation Shares no voting rights and the dividend rights described in this Product Supplement. 100% of the Ordinary A Shares ("[Cell Name] Management Shares") of the Cell will be issued in the name of, and held by DIGTL Program PCC (the "Manager").**

This document is important to investors. Investment into new assets, nascent industries and early-stage enterprises may involve a high degree of risk. You should be aware of your risk tolerance level and financial situations at all times or consult a professional advisor before making any investment decision. The following is not intended to be a comprehensive list nor a substitute for discussing the risks of specific investment opportunities with your professional advisors, including your legal, tax and financial advisors. **YOU SHOULD NOT CONSIDER INVESTING IN SECURITIES ISSUED BY THE COMPANY UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT WITHOUT A CHANGE IN YOUR LIFESTYLE.**

This Product Supplement and all annexures thereto shall be governed and construed under and in accordance with the laws of the Republic of Seychelles and the Listing Rules of MERJ Exchange. Your attention is drawn to the special note in the 'Forward Looking Statements' section of the DIGTL Memorandum.

Market participants are advised that [Cell Name]'s Participation Shares on MERJ Exchange will be issued only in electronic form and the listing will be in United States Dollars ("USD").

### **DIGTL Program PCC**

Incorporated in the Republic of Seychelles on December 29, 2021

Company number: 232357

[Cell Name] Participation Shares ISIN: [ISIN]

[Cell Name] Participation Shares share code (ticker): [TICKER]

[DATE]

**[Cell Name]**  
**Product Supplement**

This Product Supplement was prepared by DIGTL Ltd. (dba Digital Markets) and issued in terms of the Listing Rules of MERJ Exchange (Seychelles) Limited (“MERJ Exchange”) relating to the listing of [Cell Name] Participation Shares in the Cell on the Main Board of MERJ Exchange. This Product Supplement is not subject to approval by the Seychelles Financial Services Authority.

<b>Product Supplement approval by MERJ</b>	<b>[DATE]</b>
<b>Publication of Product Supplement</b>	<b>[DATE]</b>
<b>Date of Listing on MERJ</b>	<b>[DATE]</b>

This Product Supplement is not an invitation to the general public to subscribe for Participation Shares issued in [Cell Name] but is in compliance with the Listing Rules of MERJ Exchange. The investment into [TICKER] will be used to invest in assets as detailed in the ‘Portfolio’ section of this Product Supplement.

This Product Supplement must be read in conjunction with the DIGTL Memorandum dated March 3, 2022 relating to the DIGTL Program share issuances and any announcements and notices issued subsequent to the date of the DIGTL Program. The DIGTL Program and all other pertinent information are available on DIGTL’s website.

The Directors of DIGTL Program PCC whose names are given in this document collectively and individually accept full responsibility for the accuracy of the information given in this Product Supplement and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain the accuracy of such facts have been made up to and including the last issue date and that the document contains all information required by law and by the Listing Rules of MERJ Exchange. The Issuer expects MERJ Exchange to approve the listing of [TICKER] on March 3, 2022.

Electronic copies of this document in English will be kept by the Sponsor Advisor and are available on MERJ’s and DIGTL’s websites.

*The MERJ Exchange approval of the listing of any security is not to be taken in any way as an indication of the merits of the security. MERJ Exchange has not verified the accuracy and truth of the contents of the documentation and, to the extent permitted by law, will not be liable for any claim of whatever kind.*

**Sponsor Advisor:** DIGTL Ltd. (d/b/a Digital Markets)  
**Date of issue:** **[DATE]**

[DATE]

---

## CORPORATE INFORMATION & ADVISORS

---

### Registered office

105 First Floor, Waterside Property  
Eden Island, Seychelles

### Websites:

Main -

<http://digtl.co/>

Investor relations -

<http://digtl.co/investors>

### Sponsor Advisor

DIGTL Ltd. (dba Digital Markets),  
Intershore Chambers  
P.O. Box 4342  
Road Town, Tortola  
British Virgin Islands VG1110

### Company Secretary

[•]

### Auditors

[•]

### Legal Advisors

[•]

### Share Depository

[•]

---

**NOTICE TO U.S. PERSONS**

---

[•]

[DATE]

**TABLE OF CONTENTS**

<b>PROGRAM PRE-LISTING STATEMENT</b>	<b>9</b>
<b>DEFINITIONS</b>	<b>9</b>
<b>RISK FACTORS</b>	<b>10</b>
<b>CELL INFORMATION</b>	<b>11</b>
<b>PORTFOLIO</b>	<b>12</b>
Investment Thesis	12
Investment Objectives	12
Investment Policy	12
The Market	13
Initial Portfolio Composition	14
Minimum Portfolio Amount	14
Investment Process	15
Changes to the Portfolio Composition	17
Risk Management	17
Target Return & Holding Period Assumptions	17
Fees	19
Source of Portfolio Securities	20
Licences and Contractual Arrangements	20
<b>DIRECTORS, MANAGEMENT BODIES AND SERVICE PROVIDERS</b>	<b>20</b>
Directors	20
Management	20
Investment Committee	20
Advisory Board	20
Custodians & Brokers	23
Other Service Providers	24
Borrowing Powers	24
Material Contracts	24
Conflict of Interest	24
<b>SHARE CAPITAL</b>	<b>25</b>

[DATE]



Number, Type And Nominal Value	25
<b>CAPITAL STRUCTURE</b>	<b>26</b>
Diagram	26
Structure	26
Purpose of the Cell	28
Business of Issuer	28
Funds Utilisation	28
<b>FINANCIAL INFORMATION</b>	<b>28</b>
Listing Costs and Operating Expenses	28
Dividend Policy	28
Taxation	29
Capital Gains on Sale of Shares	29
Stamp and Registration Duty	29
<b>INFORMATION ON THE SECURITIES</b>	<b>29</b>
Legal foundation	29
Form of Securities	29
Rights	29
Transferability	30
Redemptions	30
<b>INFORMATION ABOUT LISTING</b>	<b>30</b>
Listing statement	30
Important Dates And Times	30
Nature and Method of the Issue	30
Authorised and Issued Capital	31
Participation of Key Parties	31
Purchase of Participation Shares	31
Listing Costs	31
<b>DOCUMENTS AVAILABLE FOR INSPECTION</b>	<b>33</b>
<b>ANNEXURE 1 - BRAND LICENSING AGREEMENT</b>	<b>34</b>

## **PROGRAM PRE-LISTING STATEMENT**

This Product Supplement is issued in terms of the DIGTL Program dated March 3, 2022.

This Product Supplement should be read in conjunction with the DIGTL Program Memorandum.

## **DEFINITIONS**

The definitions and interpretations defined in the 'Definitions' section of the DIGTL Memorandum dated March 3, 2022 relating to the DIGTL Program ("the DIGTL Program") apply throughout this document, including the front cover (unless specifically defined, where used or the context indicates a contrary intention).

In this Product Supplement and the annexures thereto, unless otherwise stated, the following expressions shall have the meanings set below:

[DATE]

## **RISK FACTORS**

Prospective investors are advised to carefully read the 'Risk Factors' section of the DIGTL Program and if readers have any doubt or uncertainties, readers should consult your banker, stockbroker, attorney, accountant or other professional advisor licensed under the Seychelles Securities Act, or other jurisdictions. Readers attention is drawn to the 'Special Note Regarding Forward Looking Statements' section of the DIGTL Program.

In addition to the risks listed in the 'Risk Factors' section of the DIGTL Program, the following risks are specific to the [Cell Name].

### **[Cell Specific risks]**

## **CELL INFORMATION**

### **Name, registered office, location**

The Cell is a segregated cell created as part of DIGTL Program PCC, a Seychelles International Business Company ("IBC") and a Protected Cell Company ("PCC") with a registered office at 105 First Floor, Waterside Property Eden Island, Seychelles. The legal name of the Cell is [Cell Name].

### **Incorporation and domiciliary information**

DIGTL Program PCC was incorporated on December 29, 2021. The Company is an International Business Company ("IBC") and a Protected Cell Company ("PCC") registered in terms of the IBC Act of the Seychelles. DIGTL Program PCC is a wholly owned subsidiary of DIGTL Ltd.

**ISIN:** [ISIN]

**Share code:** [TICKER]

[DATE]

## **PORTFOLIO**

### **Investment Thesis**

[•]

### **Investment Objectives**

[•]

### **Investment Policy**

[•]

### **The Market**

[•]

### **Initial Portfolio Composition**

[•]

### **Minimum Portfolio Amount**

[•]

### **Investment Process**

[•]

### **Roadmap**

[•]

### **Net Asset Value Calculation**

[•]

### **Changes to the Portfolio Composition**

[•]

### **Risk Management**

[•]

### **Target Return & Holding Period Assumptions**

[•]

### **Fees**

[•]

### **Source of Portfolio Securities**

[•]

[DATE]

**Licences and Contractual Arrangements**

[•]

**DIRECTORS, MANAGEMENT BODIES AND SERVICE PROVIDERS**

**Directors**

[•]

**Management**

[•]

**Investment Committee**

[•]

**Advisory Board**

Name	Qualifications
[•]	[•]
[•]	[•]
[•]	[•]
[•]	[•]

**Biographies of Advisory Board Members**

[•]

**Remuneration for Advisory Board**

[•]

**Custodians & Brokers**

[•]

**Other Service Providers**

[•]

**Borrowing Powers**

[•]

**Material Contracts**

[•]

[DATE]

## **Conflict of Interest**

The management of the Cell will be performed by DIGTL Program PCC as described in the DIGTL Memorandum and the Investment Committee will be composed of the same members described in the DIGTL Memorandum.

Prospective investors in the [Cell Name] should pay attention to the “Conflict of Interest” section of the DIGTL Memorandum, describing potential conflicts of interests and the measures the Company has taken to mitigate them.

## **SHARE CAPITAL**

### **Number, Type And Nominal Value**

[•]

## **CAPITAL STRUCTURE**

### **Diagram**

[•]

### **Structure**

#### **DIGTL Program PCC**

DIGTL Program PCC is an International Business Company (“IBC”) and a Protected Cell Company (“PCC”) registered in terms of the IBC Act of the Seychelles. DIGTL Program PCC is a wholly owned subsidiary of DIGTL Ltd.

DIGTL Program PCC is an investment entity and not an exchange-traded-fund, mutual fund or a regulated fund.

DIGTL Program PCC, the [Cell Name] Cell and the DIGTL Treasury Cell are considered to be the same legal entity, although their assets are segregated as per its constitutional documents.

DIGTL Program PCC will own 100% of the Management Shares in the [Cell Name], and thus will be the Manager. The Manager will be responsible for the management of the portfolio held by [Cell Name] and all other management functions described in the ‘Management’ section of this Product Supplement.

DIGTL Program PCC is allowed to hold Shares in itself as per its constitutional documents.

#### **[Cell Name]**

[Cell Name] is a Cell created under DIGTL Program PCC, as defined in the IBC Act. The [Cell Name] has the authorised share capital described in the ‘Share Capital’ section of this Product Supplement.

[DATE]

The [Cell Name]’s Manager and its committees will manage the Cell according to the ‘Management’ section of this Product Supplement.

[Description of the Cell’s Share Capital]

### **Purpose of the Cell**

[•]

### **Business of Issuer**

[•]

### **Funds Utilisation**

The Cell will reimburse the Manager for the listing costs described in the ‘Financial Information’ section of this product supplement from the gross proceeds from the sale of [Cell Name] Participation Shares on the secondary market. The rest of the gross proceeds will be invested in assets as detailed in the ‘Investment Strategy’ section of this Product Supplement.

## **FINANCIAL INFORMATION**

### **Listing Costs and Operating Expenses**

The Cell will reimburse the Manager for listing costs of the Cell described in the ‘Listing Costs’ section of this Product Supplement from the proceeds from the sale of [Cell Name] Participation Shares in the secondary market. Listing costs are estimated to be approximately \$[•].

### **Dividend Policy**

[•]

### **Taxation**

This section is intended as a summary of certain aspects of certain tax laws of the Republic of Seychelles. This section is not intended as advice and any persons in doubt about any aspect of Seychelles tax should obtain advice from their own advisers. The tax treatment of investors will vary and will be dependent on the tax status of the investor in question and their tax residency. Investors are advised to seek their own professional tax advice.

Prospective investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile and place of business with respect to their acquisition, holding or disposal of the Company’s and its Cell’s shares, and any foreign exchange restrictions that may be relevant thereto.

[DATE]

### **Capital Gains on Sale of Shares**

There is no capital gains tax payable in Seychelles on the sale of Shares.

### **Stamp and Registration Duty**

No stamp or registration duty is payable in Seychelles on the issue or sale/purchase of Shares.

## **INFORMATION ON THE SECURITIES**

### **Legal foundation**

The Board of Directors of DIGTL Program PCC has approved the issue and listing of the [Cell Name] Participation Shares by written board resolution per the Memorandum and Articles of DIGTL Program PCC.

### **Form of Securities**

[•]

### **Rights**

[•]

### **Transferability**

[•]

### **Redemptions**

[•]

## **INFORMATION ABOUT LISTING**

### **Listing statement**

The issuer expects the Listing Committee of MERJ to approve the listing of the [Cell Name] Participation Shares on the MAIN Board on [DATE].

### **Important Dates And Times**

Publication of DIGTL Memorandum	March 3, 2022
Publication of this Product Supplement	[DATE]
Date of Listing on MERJ Exchange	[DATE]

Notes:

[DATE]



1. The dates and times in this Product Supplement are subject to changes as may be agreed by the Manager and approved by MERJ's Listing Committee.
2. Any changes will be announced on MERJ's and DIGTL's website at <http://digtl.co/investors>.
3. All times in this Product Supplement are Seychelles local times unless otherwise stated.
4. [Cell Name] Participation Shares will only be tradable initially on MERJ Exchange.

### **Nature and Method of the Issue**

This Product Supplement is not an invitation to the general public to subscribe for [Cell Name] Participation Shares in [Cell Name], but is issued in compliance with the Listing Rules of MERJ to provide information to the market on the Cell's [Cell Name] Participation Shares.

### **Authorised and Issued Capital**

[•]

### **Participation of Key Parties**

[•]

### **Purchase of Participation Shares**

[•]

### **Listing Costs**

	USD
Cell Application Fee	[•]
Annual Fee - Fixed Cell Fee	[•]
Annual Fee - MERJ Dep	[•]
<b>TOTAL</b>	<b>[•]</b>

Please note that each year there will be fees that have to be paid to MERJ Exchange and MERJ DEP.

[DATE]

## DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection on the Company's website:

- The DIGTL Memorandum;
- The signed board resolution approving the listing;
- This Product Supplement (signed);

**Signed at \_\_\_\_\_ by \_\_\_\_\_ for and on behalf of all the Directors of the Company, being duly authorised to do so.**

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

[DATE]